•		/ 7	2001			
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FORM D RECEIVED CON	OCT 3 - 2005	<u></u>	B APPROVAL			
UNITED STATES  OCT SECCEPTIFES AND EXCHANGE C  Washington, D.C. 2054	OMMISSION 1086	OMB NUMBER: Expires: Estimated average burd hours per response				
NOTICE OF SALE OF SECURITIES REGULATION D, SECTION 4(6), AND/O UNIFORM LIMITED OFFERING	Prefix	C USE ONLY Serial  TE RECEIVED				
Name of Offering ( check if this is an amendment and name has change	ed, and indicate change.)	_				
Secured Convertible Promissory Notes and Warrants			·			
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ■ Rule 506 ☐ Section 4(6) ☐ ULOE  Type of Filing: ■ New Filing ☐ Amendment  A. BASIC IDENTIFICATION DATA						
Enter the information requested about the issuer						
Name of Issuer ( check if this is an amendment and name has changed,  Southampton Photonics, Inc.	and indicate change.)					
Address of Executive Offices (Number and Street, City, State, Zip 6	Code)	Telephone Number (Incl	uding Area Code)			
3 Wellington Park, Tolbar Way, Hedge End, Southampton SO30 2Q	+44 (0) 1489 779696					
Address of Principal Business Operations (if (Number and Stree different from Executive Offices)	et, City, State, Zip Code)	Telephone Number (Incl	uding Area Code)			
Brief Description of Business:		<del></del>	PROCESED			
Designs and manufactures fiber lasers			1 MAMPIGER			
□ business trust □ limited partners		other (please specify):	OCT 05 2005 THOMSON			
Actual or Estimated Date of Incorporation or Organization    Month Yea  40  40  40  40  40  40  40  40  40  4	■ Actual ☐ Estimated		_ FINANCIAL			

## GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION
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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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		A. BASIC IDENI	IFICATION DATA		
<ul> <li>Enter the information requested for the Each promoter of the issuer, if the Each beneficial owner having the Each executive officer and direct that Each general and managing particles.</li> </ul>	the issuer has be the power to vote ctor of corporate	e or dispose, or direct the e issuers and of corporate	vote or disposition of, 10		ass of equity securities of the issuer; hip issuers; and
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Parker, David					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		V-1
c/o Southampton Photonics, Inc., 3 Well				I. United Kingd	o <b>m</b>
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	L Homotei	D Denencial Owner	- Excedit Connect	a blictor	2 Central and of Wanaging Father
<b>7</b> . 0.					
Berg, Steven Business or Residence Address	(Number and	Street, City, State, Zip Co	da)		
Business of Residence Address	(Marrioer and .	oueci, City, State, Zip Co	uc)		
c/o Southampton Photonics, Inc., 3 Well	ington Park, T	olbar Way, Hedge End,	Southampton SO30 2Q	U, United Kingd	om
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Norman, Steven					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	de)		
c/o Southampton Photonics, Inc., 3 Well	lington Park T	albor Woy Hedge End	Southampton SO30 201	I United Kingd	om
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	<u>a monotor</u>	a beneficial owner	= Discourse officer	C Director	2 Constanting of Managing 1 artises
W 1 0					
Woods, Stuart  Business or Residence Address	(Number and S	Street, City, State, Zip Co	<u></u>		
Dusiness of Residence Address	(I tullioci and c	duct, City, State, Zip Co	uc)		
c/o Southampton Photonics, Inc., 3 Well	ington Park, T	olbar Way, Hedge End,	Southampton SO30 2Q	U, United Kingd	om
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Riddell, Don					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Southampton Photonics, Inc., 3 Well	ington Park T	albar Way Hadaa End	Southampton SO30 20	II United Kingd	om
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	L Homoter	Delicitetal Owner	= Excedite Officer	<u> </u>	D General and of Managing Lattice
, , , , , , , , , , , , , , , , , , ,					
Varnham, Malcolm Business or Residence Address	(Number and	Street, City, State, Zip Co	uda)		
Dustriess of Residence Address	(Nulliber and	Street, City, State, Zip Co	oue)		
c/o Southampton Photonics, Inc., 3 Well	ington Park, T	olbar Way, Hedge End,	Southampton SO30 2Q	U, United Kingd	om
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Tinson, John					
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)		
ala Sauthampton Photonica Inc. 3 Wall	lington Donly T	Cothan Way, Hadaa End	Southampton SO20 20	II United Vised	lam.
c/o Southampton Photonics, Inc., 3 Well Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	B 110motes	Beneficial Owner	- Executive Officer	- Director	Concrat and of Managing Lattice
•					
Payne, David	(N)h d	Carrat City State 7in C	- 40)		
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Southampton Photonics, Inc., 3 Well	lington Park, T	olbar Way, Hedge End,	Southampton SO30 2Q	U, United Kingd	om
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Cheesman, David					
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)		
c/o Advent Venture Partners, 25 Buckin	igham Gate L	ondon SW1E 6LD HK			
Ducker					

		A. BASIC IDENT	IFICATION DATA			
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	□ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Shrigley, David						
	(Number and S	Street, City, State, Zip Co	de)			
		••	•			
c/o Sevin Rosen Fund VII L.P., Two Gall						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Gianos, Philip						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
c/o InterWest Partners VII, L.P., 2710 Sa	nd Hill Dood	Second Floor Monlo D	ort CA 0/025			
Check Box(es) that Apply:	□ Promoter	□Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	L Tromoter	Beneficial Owner	B Executive Officer	- Director	General and of Managing Lattice	
,						
Glover, Anne	(North and C	to City State 7:- Co	1.			
Business or Residence Address	(Number and S	treet, City, State, Zip Co	ie)			
c/o Amadeus II A L.P., Mount Pleasant I	louse, 2 Moun	t Pleasant, Huntington	Road, Cambridge CB3	OBL, UK		
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
InterWest Partners VII, L.P.						
	(Number and S	treet, City, State, Zip Con	de)			
2710 Sand Hill Road, Second Floor, Men Check Box(es) that Apply:			- F Off	5 D:		
Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Tan Name (East name inst, it marviodal)						
InterWest Investors VII, L.P.						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
2710 Sand Hill Road, Second Floor, Men	lo Park, CA 9	4025				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)		· · · · · · · · · · · · · · · · · · ·				
InterWest Partners VIII, L.P.						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
	•		,			
2710 Sand Hill Road, Second Floor, Men						
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
InterWest Investors Q VIII, L.P.						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
2710 Sand Hill Road, Second Floor, Men	do Pork CA 9	14025				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	<u> </u>		_ B Brook to Ottoor	2 2	2 contain and or managing rather	
,						
InterWest Investors VIII, L.P.	(Numb 1	Stroot City State 7: C	ada)			
Business or Residence Address	(inumber and	Street, City, State, Zip Co	oue)			
2710 Sand Hill Road, Second Floor, Men	lo Park, CA 9	4025				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Sevin Rosen Fund VII L.P.						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			

Two Galleria Tower, 13455 Noel Road, Suite 1670, LB-5, Dallas, TX 75240

		A. BASIC IDENT	IFICATION DATA			
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
O TO STATE LANGUE . YO LE TO						
Sevin Rosen VII Affiliates Fund L.P.  Business or Residence Address	(N)	Charles City Charles City Co	1.\			
business of Residence Address	(Number and S	Street, City, State, Zip Co	ue)			
Two Galleria Tower, 13455 Noel Road,	Suite 1670, LB-	-5, Dallas, TX 75240				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)		<del></del>	<del></del>			
,						
Amadeus II A L.P.			· · · · · · · · · · · · · · · · · · ·			
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
Mount Pleasant House, 2 Mount Pleasa	nt. Huntington	Road, Cambridge CR3	OBL. UK			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	2 Tromoter	- Denement Owner	B Excedite Officer	B Director	2 Concrat and or Managing Lattice	
Total value (East Maile Most, M Most Mosta)						
Amadeus II B L.P.						
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	le)			
Mount Pleasant House, 2 Mount Pleasa		Dood Combaides CD2	ODI IIV			
Check Box(es) that Apply:			<del></del>	D. Diseases	Consultation Managina Domina	
Full Name (Last name first, if individual)	☐ Promoter	■ Beneficial Owner	□ Executive Officer	☐ Director	☐ General and/or Managing Partner	
run Name (Last name mst, ii morviduai)						
Amadeus II C L.P.						
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	le)			
		D 10 111 0D4	OB. 1777			
Mount Pleasant House, 2 Mount Pleasa						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Amadeus II D GmbH & Co. KG						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
Mount Pleasant House, 2 Mount Pleasa						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Amadeus II Affiliates Fund L.P.						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
Mount Pleasant House, 2 Mount Pleasa					1999	
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Advent Private Equity Fund III A						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
	(	p out,	/			
c/o Advent Venture Partners, 25 Bucki	ngham Gate, Lo	ondon SW1E 6LD UK				
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Advant Drivets Faster Fra 3 111 D						
Advent Private Equity Fund III B  Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
	/		,			

c/o Advent Venture Partners, 25 Buckingham Gate, London SW1E 6LD UK

	B. INFORMATION ABOUT OFFERING		
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		•
	Answer also in Appendix, Column 2, if filing under ULOE.		
2.	What is the minimum investment that will be accepted from any individual?	\$ <u>n/a</u>	
		Yes	No
3.	Does the offering permit joint ownership of a single unit?		
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Non	Name (Last name first, if individual) ne		-
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [ _ [	AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	name (Last name first, if individual)		
Busi	riness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
] _ _ [	AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	ne of Associated Broker or Dealer		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [	AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] [IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] [MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] [RI] _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>5,000,000</u>	\$ <u>0</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify Warrants to purchase Warrant Stock )	\$0	\$ <u>0</u>
	Total	\$5,000,000	\$ <u> </u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	21	\$0
	Non-accredited Investors.		\$ <u>_</u>
	Total (for filings under Rule 504 only)	manufacture of the state of the	\$
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering  Rule 505	Type of Security	Dollar Amount Sold
	Regulation A	4	\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	•	\$ <u>100,000</u>
	Accounting Fees	0	\$
	Engineering Fees	0	\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total	<u>.</u>	\$ 100,000
	3 VIGI		φ <u>που,υυυ</u>

	C. OFFERING PR	ICE, NUMBER OF INVESTOR	s, expenses an	D USE OF PROCEEDS		
	b. Enter the difference between the aggregate of 1 and total expenses furnished in response to Par "adjusted gross proceeds to the issuer."	t C - Question 4.a. This difference	is the		\$_	4.900,000
5.	Indicate below the amount of the adjusted gross for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in	or any purpose is not known, furnishe total of the payments listed must e	h an estimate equal the			
	·			Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees			s	О	\$
	Purchase of real estate	·····		\$	Ω	\$
	Purchase, rental or leasing and installation of ma	chincry and equipment		\$	ο.	s
	Construction or leasing of plant buildings and fa	cillties	. a	\$	0	<b>s</b>
	Acquisition of other business (including the valu				_	
	that may be used in exchange for the assets or se merger)	curities of another issuer pursuant t	o a	S	۵	•
	Repayment of indebtedness			\$	_	\$
	Working capital	•	_			\$ 4,900,000
				•	•	\$ 4,200,000
	Other (specify):			. > <b>3</b>	a	\$
				e		
				3		\$
	Column Totals		-	\$ <u> </u>		\$ 4,900,000
	Total Payments Listed (column totals added)			<b>s</b>	4,900,000	<u></u>
		D. FEDERAL SIG	NATURE			
		2				
an ı	issuer has duly caused this notice to be signed by indertaking by the issuer to furnish to the U.S. Seci-accredited investor pursuant to paragraph (b)(2) o	crities and Exchange Commission.				
	on (Deleter of Time)	G:		D.4.		
	er (Print or Type) thampton Photonics, Inc.	Signature		Date September 28, 200	).E	
300	thatipton r notonies, fue.	0 4		Schtember 20, 200		
Nar	ne of Signer (Print or Type)	Title of Signer (Briff or Type)			·	
Ste	ven.Berg	Chief Financial Officer				
٠.					•	
						•
		ATTENTION	· .			<u></u>
						•

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)